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19147-C + D

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OF COUNSEL
URBAN A. LESTER

Counterpart to - Kim Bartman

May 31, 1995

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) copies of each of the following documents: a Memorandum of Railcar Lease Agreement, dated as of May 31, 1995 and a Loan and Security Agreement Supplement No. 2, dated as of May 31, 1995, both secondary documents as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed documents relate to the Memorandum of Railcar Lease Agreement filed with the Commission under Recordation Number 19147.

The names and addresses of the parties to the enclosed documents are:

Memorandum of Railcar Lease Agreement

Lessor	:	The First National Bank of Maryland 25 South Charles Street Baltimore, Maryland 21201
Lessee	:	Mobil Oil Corporation 11921 Freedom Drive Reston, Virginia 22090

Mr. Vernon A. Williams
May 31, 1995
Page 2

Loan and Security Agreement
and Supplement No. 2

Debtor : The First National Bank of Maryland
25 South Charles Street
Baltimore, Maryland 222090

Secured Party : The Minnesota Mutual Life Insurance Company
400 North Robert Street
St. Paul, Minnesota 55101

A description of the railroad equipment covered by the enclosed documents is attached to the Memorandum of Lease as Exhibit A.

Also enclosed is a check in the amount of \$42.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of each of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures



Interstate Commerce Commission
Washington, D.C. 20423-0001

5/31/95

Office Of The Secretary

Robert W. Alvord
Alvord And Alvord
918 Sixteenth Street, NW., Ste. 200
Washington, DC., 20006-2973

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/31/95 at 12:25PM , and assigned recordation number(s). 19147-C and D.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

(0100640072)

\$ 42.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

19147-C
THE FIRST NATIONAL BANK OF MARYLAND

MEMORANDUM OF RAILCAR LEASE AGREEMENT

dated as of May 31, 1995

between

THE FIRST NATIONAL BANK OF MARYLAND,

as Lessor

and

MOBIL OIL CORPORATION,

as Lessee

MEMORANDUM OF RAILCAR LEASE AGREEMENT

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of May 31, 1995 by and between THE FIRST NATIONAL BANK OF MARYLAND, a national banking association ("Lessor"), and MOBIL OIL CORPORATION, a New York corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, one hundred five (105) newly manufactured, 33,500 gallon capacity, noninsulated railcars bearing road marks as set forth on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Equipment Schedule Number 4 dated May 31, 1995 between Lessor and Lessee, to that certain Lease Agreement dated as of April 28, 1994 between Lessor and Lessee, as amended by that certain letter agreement dated December 30, 1994 between Lessor and Lessee (the "Lease").
2. The Lease shall be effective as of the execution date thereof and shall be subject to the Term of the Lease, as defined therein.

This Agreement may be executed in any number of counterparts, all of which when taken together shall constitute one agreement.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

THE FIRST NATIONAL BANK OF MARYLAND
Lessor

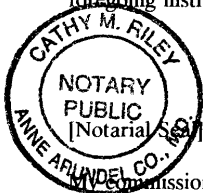
By: *J. Mitchell Cook*

MOBIL OIL CORPORATION,
Lessee

By: *R. C. Boardman*
R. C. Boardman,
Manager, Leasing Purchasing Department

STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

On this 31st day of May, 1995 before me personally appeared, *J. Mitchell Cook*, to me personally known, who being by me duly sworn, says that he is a *Vice President* of THE FIRST NATIONAL BANK OF MARYLAND, a national banking association, that the seal affixed to the foregoing instrument is the corporate seal of said association, that said instrument was signed and sealed on *May 31*, 1995 on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.



Cathy M. Riley
Notary Public

My commission expires: *July 1, 1998*

STATE OF Virginia, COUNTY OF Fairfax, TO WIT:

On this 25th day of May, 1995 before me personally appeared R. C. Boardman, to me personally known, who being by me duly sworn, says that he is the Manager, Leasing Purchasing Department, of Mobil Oil Corporation, that said instrument was signed and sealed on May 25th 1995 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

William D. Carlson
Notary Public

[Notarial Seal]

My commission expires:

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EXHIBIT A

DESCRIPTION OF RAILCARS

One Hundred Five (105) newly manufactured 33,500 gallon capacity, non-insulated bearing road marks as follows:

MBLX 34055
34074
34078
34080
34090
34091
34092
34093
34094
34095
34098
34099
34100
34101
34102
34103
34104
34105
34106
34107
34108
34109
34110
34111
34112
34113 through 34192, inclusive